

Item 1 Cover Sheet



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Form ADV – Part 2A

Disclosure Brochure

March 9, 2026

This Brochure provides information about the qualifications and business practices of Axient Investment Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (256) 980-1723 or by e-mail to Compliance@AxientAdvisors.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training.

Additional information about Axient Investment Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

At least annually, this section will be updated to discuss only specific material changes that are made to the Axient Investment Advisors, LLC brochure and provide our clients with a summary of such changes.

Item 4

- Clarifying language added to state: Client assets are maintained at Pershing LLC, a qualified custodian. StoneX Securities Inc. acts as the introducing broker-dealer for brokerage services associated with client accounts.
- AUM was updated to reflect: As of March 9, 2026, Axient Investment Advisors, LLC managed approximately \$453,990,661 in discretionary assets under management.

Item 5

- Clarifying language was added to read: No fee rebate is provided for partial withdrawals or market depreciation that do not result in termination of the advisory agreement.
- 12b-1 Fee Disclosure Expanded: Axient and its adviser representatives do not retain 12b-1 fees. If such fees are received, they are rebated back to the client account.
- Transaction Fee conflict language added: Axient supervises this practice to ensure that investment recommendations are not influenced by the advisor's decision to absorb transaction costs.

Item 10

- Affiliate Disclosure Expanded: Axient Financial Services is an affiliated entity under common ownership and control with Axient Investment Advisors. Advisors may receive commissions for insurance sales, creating a financial incentive to recommend insurance products.

Item 12

- Payment for order flow conflict language added: Payment for order flow creates a potential conflict because the routing broker-dealer may receive compensation for directing orders to certain market centers.

Item 14

- Expanded language regarding Promoters: Axient enters into written promoter agreements and ensures required disclosures are provided to clients at the time of solicitation.

Item 15

- Expanded Custody definition to include third party Standing Letters of Authorization: Axient is deemed to have custody because it is authorized to deduct advisory fees from client accounts and may accept standing letters of authorization (SLOAs) for third-party transfers.

A complete copy of our current Brochure is available at no charge by contacting us at (256) 980-1723 or by email to compliance@axientadvisors.com. If you have any questions regarding this brochure, please do not hesitate to contact your Investment Advisor.

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Item 4 Advisory Business

Axient Investment Advisors, LLC (“Axient,” “we,” “us,” or “our”) is an investment advisory firm established in 2025. Axient is registered with the SEC and based in Huntsville, Alabama and is set up as a limited liability company under Alabama state law. We market our services through Axient Investment Advisors, LLC and Eagle Creek Wealth Management, or one of our Financial Advisor’s own business pseudonym or “doing business as” name (“dba name”).

Some of our Investment Adviser Representatives (referred to as “Investment Advisors” or “IARs”) market and deliver advisory services under a dba name whose name and logo may appear on marketing materials, as approved by Axient or client statements as approved by the account custodian. It is important to note that, in many cases, the businesses are separate legal entities owned by the IARs, not Axient or the custodian. Our IARs operate as independent contractors while we (Axient) are responsible for ongoing account oversight and supervision of the advisory services provided to you by our IARs.

We offer a range of services, including discretionary and non-discretionary investment management, as well as financial planning and consulting, such as advice for ERISA retirement plans. Your Investment Advisor might suggest one or more of these services based on your needs. Many of our Investment Advisors are also registered with StoneX Securities Inc. (SSI), a registered broker-dealer, member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). This means they can offer you additional financial or insurance products and brokerage services through SSI, beyond the advisory services described here.

When you first meet with your Investment Advisor, they will typically ask detailed questions about your financial goals, concerns, and priorities, or you might fill out a questionnaire to share details like your investment goals, risk tolerance, and time horizon. Be sure to share any relevant information during this process to help us serve you better. Based on this, your Investment Advisor will recommend the best services for your needs and review your goals and preferences with you each year. If anything changes in your financial situation between reviews, let your Investment Advisor know so they can adjust their advice accordingly.

When providing discretionary and non-discretionary investment management services, client assets are maintained at Pershing LLC, a qualified custodian. StoneX Securities Inc. acts as the introducing broker-dealer for brokerage services associated with client accounts.

Discretionary Asset Management Services

In our Discretionary Asset Management Services, we can buy or sell securities in your account (“Advisory Account”) without needing your approval for each transaction. We might also delegate this authority to third-party money managers (TPMMs). You can set reasonable limits on how we manage your portfolio, such as excluding certain securities, industries, or asset types, by providing written instructions when you sign your advisory agreement or at any time later. These restrictions will be noted in your account’s investment guidelines or other documents. We will follow these limits based on our internal policies or those of our service providers, which may change without notice.

In order to participate in our Discretionary Asset Management services, you must open an Advisory Account with Pershing LLC. Once established, your Investment Advisor will decide how to allocate your assets and manage your portfolio using one or more of the following options:

- **Advisor as Portfolio Manager (APM or APM Service):** In this service, your Investment Advisor manages your portfolio by either building a custom securities portfolio, using proprietary or TPMM models, or a mix of both. Since you pay a single Management Fee (explained in Item 5) for our services, and because using third-party models costs your Investment Advisor more, they might be inclined to avoid those models. This creates a potential conflict of interest. Your Investment Advisor, our proprietary models, or TPMMs can use a wide range of securities,

including U.S. and foreign stocks, bonds, options, American Depositary Receipts, foreign shares, mutual funds, unit investment trusts (UITs), real estate investment trusts (REITs), exchange-traded funds (ETFs), and money market funds. We provide our proprietary models to Investment Advisors at little, or no cost compared to third-party models, which creates another conflict since third-party models reduce their payout. We have policies to monitor accounts and ensure they align with your goals to address these conflicts. The minimum account size for APM is \$25,000, but we may waive this at our discretion.

- **Axient Model Portfolios (Axient Models):** In this service, your Investment Advisor picks one or more of our proprietary investment models to manage a portion of your Advisory Account. These models use individual securities to provide diversification in listed equities and follow specific investment guidelines. Like the APM service, we offer these models to our Investment Advisors at a lower cost than third-party models. This reduced cost could influence their decision to choose our models over others, because the added costs of TPMM models reduce the Investment Advisors' net payout, creating a conflict of interest. We have policies to monitor accounts to ensure they meet your objectives and reduce these conflicts. The minimum account size is \$25,000, though we may waive this at our discretion.
- **Axient Select Managers (Axient Managers or Axient Managers Service):** Here, your Investment Advisor builds and manages a portfolio by selecting third-party money managers (TPMMs) to implement investment strategies. We exercise our discretion in selecting the manager(s) of your account, and the manager, or an overlay manager, will then have full discretionary authority to buy or sell securities in your account.

We work with three types of TPMMs (see Item 8 for more details):

- Separate Account Managers (SAMs): These managers focus on individual securities, like stocks or bonds, to build portfolios that meet specific goals.
- Model Portfolio Providers: These are similar to SAMs but provide model portfolios to an overlay manager who executes the trades. When the model changes, the overlay manager updates your portfolio.
- Fund Strategists: These managers create portfolios using collective investments like mutual funds or ETFs, not individual securities.
- Minimum investment sizes vary: \$100,000 for SAMs and Model Portfolio Providers, and \$10,000 for Fund Strategists. We may waive our minimums but cannot waive minimums for TPMMs.
- **Annuity Allocation:** For certain annuity holders, we offer discretionary management of the annuity's cash value (as defined by section 72(e)(3)(A)(i) of the Internal Revenue Code). Minimums depend on the annuity product and provider.

Non-Discretionary Advisory Services

- **Advisor as Financial Consultant (AFC):** AFC is a non-discretionary service typically not offered except on occasion or as accommodation where your Investment Advisor provides ongoing advice about which

securities to buy or sell. In this non-discretionary service, no trades occur without your advance approval. You can also make your own investment decisions within our supervisory guidelines, and your Investment Advisor will carry them out. You can choose from a variety of securities, including stocks, bonds, options, American Depositary Receipts, mutual funds, UITs, REITs, ETFs, and money market funds. The minimum account size is \$25,000, but we may waive this at our discretion.

- **Sub-Advisory and Co-Advisory Relationships:** We partner with some TPMMs where we both provide advisory services to you. We will assess if a TPMM's services suit your needs and act as your main point of contact. Together with you, your Investment Advisor will recommend or select TPMMs to manage your investments. You can choose to hire or fire these managers with or without our input. Depending on the agreement, we may or may not have discretionary authority, but the TPMM or an overlay manager will have discretion to trade in your account. You will sign agreements with us and the TPMM, or a single agreement covering all parties. You will pay both Axient and the TPMM a Management Fee, as outlined in the agreement. TPMMs may have their own minimum account requirements, which will be disclosed in their brochure, provided to you before or when you sign the agreement.
- **Annuity Allocation:** For certain annuity holders, we offer non-discretionary advice on allocating the annuity's cash value (as defined by section 72(e)(3)(A)(i) of the Internal Revenue Code). Minimums vary by annuity product or provider.

Low Balance Accounts

Even if we waive minimum account sizes for Discretionary or Non-Discretionary services, we may end our advisory agreement if your account value falls below \$5,000. If terminated, your account will no longer be actively monitored by your Investment Advisor, and you will need to initiate any future trades.

Other Planning and Consulting Services

Below is a summary overview of our additional planning and consulting services:

Financial Planning: Our Investment Advisors use approved tools to create a Financial Plan for you. This involves a detailed process where we discuss your financial situation, goals, and needs, and may review documents to understand your circumstances. We will ask about your assets, debts, income, expenses, tax situation, retirement goals, education plans, insurance, and estate planning. Your accurate and complete input is crucial, as it forms the basis of your plan. This is a one-time service, not an ongoing engagement, and does not include other services we offer.

Financial Consulting: At your request, our Investment Advisors can provide consulting on specific financial matters, charged at an hourly or fixed rate. After reviewing your situation and goals, we will offer recommendations to help you achieve them. This can be a one-time service or an ongoing agreement, which you can cancel per the terms of the agreement. Consulting may offer you more focused assistance on areas like retirement, charitable giving, education funding, or investment analysis.

Investment Manager Consulting: If we believe a TPMM's services fit your needs, we may recommend them. You will sign a consulting agreement with us and an advisory agreement with the TPMM, who will provide ongoing investment advice. We will monitor the TPMM's performance and conduct due

diligence. You will pay us a fee, typically deducted from your account, separate from the TPMM's fees. We will provide you with the TPMM's brochure and privacy notice when we make the recommendation.

ERISA Consulting: We offer non-discretionary advisory or administrative support for company retirement plans to help plan sponsors and participants. When giving investment advice, we make recommendations, but the sponsor retains full control over plan assets. As an ERISA Section 3(21)(A)(ii) fiduciary, we act with care and diligence. For administrative support, we may assist with plan governance, vendor selection, investment education, or participant education, but we do not act as a Section 3(38) fiduciary or Plan Administrator under ERISA.

Promoter Arrangements: We sometimes refer clients to TPMMs if their services suit your needs. You will sign an advisory agreement directly with the TPMM, who will provide ongoing advice. We may receive a portion of the TPMM's fee or a separate fee for the referral, but we will not provide ongoing advice. In some cases, we act as an intermediary, gathering or updating your information. We will provide the TPMM's brochure, privacy notice, and disclosures (verbal or written) about our compensation and relationship at the time of the referral.

IRA Rollover Recommendations: To comply with the Department of Labor's Prohibited Transaction Exemption 2020-02, we acknowledge that when we advise on your retirement plan or IRA, we act as fiduciaries under ERISA and/or the Internal Revenue Code. Our compensation creates conflicts of interest, but we follow rules to act in your best interest. This means we must:

- Meet a professional standard of care when making investment recommendations;
- Never put our financial interests ahead of yours when making recommendations;
- Avoid misleading statements about fees, investments, and conflict of interest;
- Follow policies and procedures designed to ensure advice is in your best interest;
- Charge reasonable fees for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from rollovers to Advisory Accounts because they increase our assets under management and fees. As fiduciaries, we only recommend rollovers when we believe they are in your best interest.

Client Assets

As of March 9, 2026, Axient Investment Advisors, LLC managed approximately \$453,990,661 in discretionary assets under management and \$0 in non-discretionary assets.

Item 5 Fees and Compensation

Fees for Asset Management Services

The fee for our Discretionary and Non-Discretionary Asset Management services, called the Management Fee, is negotiated between you and your Investment Advisor. Fees are calculated based on the market value of assets under management as determined by the custodian on the last business day of the previous billing period.

The maximum annual Management Fee we charge is 2.00% of your Advisory Account's value (excluding Unmanaged Assets, described below). For annuity allocations, the maximum is 1.50%. The exact fee is detailed in your Investment Advisory Agreement or the TPMM's agreement.

We may, at your request and as an accommodation, hold an asset in your Advisory Account without managing it (Unmanaged Assets) and we will not charge a Management Fee on it. These assets may or may not appear in performance reports, depending on your preference. Otherwise, we calculate Management Fees based on your account's value on the last day of the current billing period, charged quarterly or monthly in advance. In some cases, we may agree to charge fees in arrears or use a different method. If you open an account mid-billing period, fees are prorated based on the number of days in the period for which you are a client.

Management Fees are usually deducted directly from your Advisory Account, as authorized in your agreement. In some cases, you can arrange to have fees deducted from another account or billed directly. If you end your agreement before the billing period ends, we will refund a prorated portion of the fee by depositing it into your account or mailing a check to your address. No fee rebate is provided for partial withdrawals or market depreciation that do not result in termination of the advisory agreement. Once terminated, your account will no longer be actively monitored by your Investment Advisor. You must initiate any trading activity thereafter.

Conflicts of Interest regarding Management Fees

Higher Management Fees mean more profit for us, so we have an incentive to set higher fees or encourage our Investment Advisor(s) to negotiate the maximum fee. We share a portion of the Management fee with your Investment Advisor after deducting costs like TPMM fees or platform expenses. This creates a conflict, as your Investment Advisor has an incentive to use platforms and/or investment options/models with lower internal costs to increase their compensation. You may be able to receive or negotiate lower fees at other firms.

Other Fees and Expenses You Pay in Connection with Asset Management.

Besides Management Fees, you will face other costs, including:

Internal fees/expenses of collective investment vehicles. If your portfolio includes mutual funds, variable annuities, ETFs, or REITs, you will pay their internal fees, as described in their prospectuses or offering documents.

Mutual Fund Share Classes. Mutual funds offer different share classes with varying fees. We aim to use the lowest-cost share class available through your custodian, unless we believe a higher-cost class is better for you (e.g., if transaction fees would outweigh the cost difference). Share class availability depends on factors like your custodian, minimum investments, account type, or waivers.

12b-1 Fees. Axient and its adviser representatives do not retain 12b-1 fees. If such fees are received, they are rebated back to the client account.

Transaction Fees. Accounts with SSI and Pershing face a \$5 transaction fee per trade, though some mutual funds (No Transaction Fee Shares or NFTs) are exempt. Some Investment Advisors may absorb these fees, meaning some clients pay more than others. This creates a conflict for advisors who absorb

fees, as they may prefer No Transaction Fee Shares to reduce costs, thus increasing their revenue. Axient supervises this practice to ensure that investment recommendations are not influenced by the advisor's decision to absorb transaction costs.

Transaction fees can add up, especially in accounts with frequent trading or many securities. In low-balance accounts, they may exceed Management Fees. We expect at least 2-3 trades per year, with more possible during portfolio rebalancing.

Trading Away and Step-Out Trades. In the Axient Managers Service, if a Separate Account Manager (SAM) trades through a broker-dealer other than SSI for better execution (called "trading away" or "step-out trades"), you will incur additional transaction fees from that broker. SAMs managing fixed-income portfolios are more likely to trade away, increasing your costs.

Trade Aggregation. SAMs may combine client trades into a single block trade to improve execution or reduce costs. This could affect the price you receive, as all clients in the block receive the average price. Regulations require TPMMs to consider execution costs when choosing venues. Step-out trades may include commissions or embedded costs, or they may be executed without extra charges.

Other Transaction-Related Expenses. Sales of equity securities may include charges to cover FINRA, NYSE, or SEC fees (known as Section 31 Fees). Trades may also face transfer taxes or other government charges.

Miscellaneous Custodian Fees and Charges. Your account may be subject to additional fees like wire transfer fees, IRA fees, account transfer fees, postage fees and other fees, expense or charges, as outlined by your custodian. These costs and charges are typically set out in a schedule of account fees provided to you by your clearing/custodian firm.

Cash Sweep Products. When opening an SSI account, you choose how to handle cash awaiting investment. By default, cash is swept into FDIC-insured bank accounts, but you can opt for money market mutual funds, which may offer higher returns but are not FDIC-insured. Notify your Investment Advisor in writing to choose a money market fund. For Pershing accounts, cash defaults to the Liquid Insured Deposits program, with excess balances swept to a money market fund.

Your portfolio may hold cash or cash equivalents as part of its strategy, and these are subject to our Management Fee. In low-interest environments, the fee may exceed the return on cash, and high cash allocations mean you miss market gains. This creates a conflict, as higher cash balances increase our fees. We have policies in place to monitor accounts and ensure they align with your goals. In Axient Models, some cash is maintained to cover fees, typically under 3%. In APM, your Investment Advisor sets the cash allocation.

Fees for Other Planning and Consulting Services

You may pay for Financial Planning or Financial Consulting services through an hourly rate or based on an annual fixed fee. These fees are negotiable with your Investment Advisor, and you may pay more or less than other similar clients. We may offer, in our discretion, lower fees, special arrangements, or waive fees entirely for Consulting Services.

Financial Planning. The maximum fixed fee for a Financial Plan is \$5,000 for clients with under \$10 million in assets included in the plan, or \$10,000 for \$10 million or more. The maximum hourly rate is \$500/hour.

We will confirm the fee in a Financial Planning Agreement. You can pay by check or have the fee deducted from an eligible account. The fee is usually due when the plan is delivered, but we may approve other arrangements. Generally, no fee is applied if you terminate your request before delivery of the financial plan.

Financial Consulting. The maximum fixed fee for a consulting project is \$10,000, and the maximum hourly rate is \$500/hour. You might find lower fees elsewhere.

We will confirm the fee in a Financial Consulting Agreement. You can pay by check or by deducting the fee from an eligible account. Hourly fees are typically billed monthly at the agreed rate until the project is complete, while fixed fees are due upon completion for non-ongoing projects, though other arrangements may be approved.

Compensation for the Sale of Securities and Other Investment Products.

Many of our Investment Advisors are also registered with SSI and may sell other securities and insurance products, earning commissions for these sales. Accordingly, your Investment Advisor would be able to receive compensation for the sale of securities or other investment products. Ongoing advisory fees may cost more than commissions in a traditional brokerage account; however our Investment Advisor has no duty to provide ongoing advice with respect to a traditional brokerage account. If you prefer a buy-and-hold strategy or do not want ongoing advice, a brokerage account might be better. You are not required to buy products through us or SSI and can use another broker-dealer or not purchase them at all.

Item 6 Performance-Based Fees

We do not charge performance-based fees, which are based on a share of your account's gains or appreciation. Our Management Fees are based on your account's value, not its performance.

Item 7 Types of Clients

We serve a variety of clients, including individuals, high-net-worth individuals, trusts, estates, corporations, other businesses, retirement plans, pension or profit-sharing plans, and charitable organizations.

To open or maintain an Advisory Account, you must sign an agreement outlining, among other things, the nature of our obligations and the authority given to us. Other requirements, like minimum account sizes, are covered in Items 4 (Advisory Business) and 5 (Fees and Compensation).

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Our Investment Advisors use different methods and strategies to provide investment advice, and these vary by advisor. Some may use a single approach, while others combine multiple methods. We do not require specific strategies or analysis methods, giving our advisors flexibility within our supervision and compliance rules.

Your Investment Advisor will start by meeting with you to understand your financial goals, risk tolerance, and time horizon, often through a detailed discussion or questionnaire. This helps us define your objectives clearly. The information generated from using such tools is hypothetical in nature, will vary on a number of different factors, does not reflect the actual investment results and is not guaranteed of future results. Based on this, your advisor will suggest an asset allocation or strategy, which may include our services, TPMMs, or other sub-advisors, using investments like stocks, bonds, options, mutual funds, ETFs, UITs, REITs, or any combination.

We gather research from various sources, including financial media, third-party research, online resources, and company reports like annual reports, prospectuses, and press releases.

Significant Investment Strategies

Advisor as Portfolio Manager (APM): In this service, your Investment Advisor, under our oversight, offers tailored advice. They may suggest strategies like dollar-cost averaging, reinvesting dividends, or tactical or strategic asset allocation. They might also recommend actions to realize gains or losses. Common strategies include:

- Tactical Asset Allocation: This adjusts your portfolio within set ranges based on your risk tolerance and goals, allowing flexibility to capitalize on market conditions.
- Strategic Asset Allocation: This sets fixed targets for asset classes and rebalances periodically to maintain them, aligning with a buy-and-hold approach. Targets may shift as your goals or timeline change.
- Market Opportunity Strategy: Rarely used, this aggressive strategy involves timing market entries and exits to leverage fluctuations, suitable only for speculative investors due to its high risk.

Axient Model Portfolios (Axient Models): Our Investment Committee oversees two proprietary models, ECWM Core 22 and ECWM Core 50, built primarily with individual equity securities. These diversified portfolios are offered for the portion of client assets to be exposed to equity markets. You may request a Brochure Supplement (Form ADV Part 2B) for details on our Investment Committee members.

Axient Select Managers (Axient Managers): This service uses TPMMs to manage your account or provide model portfolios for an overlay manager to execute. TPMMs offer various styles and may be combined with other investments to meet your goals. Model Portfolio Providers focus on individual securities, while Fund Strategists use collective investments like mutual funds and ETFs. Performance may not exactly match the underlying strategies due to execution delays beyond our control.

These proprietary models are developed by Axient's investment committee. Advisors may receive higher compensation when utilizing Axient proprietary models compared to TPMMs which creates a conflict of interest.

Material Risks for Significant Investment Strategies and Particular Types of Securities

Investing carries risks, and you should be prepared to lose money. We offer a range of strategies and investments, and the risks below apply broadly. This is not an exhaustive list, and you should ensure any

investments suit your financial situation and goals. Our services do not guarantee you will meet your objectives.

General portfolio risks include:

Alternative Investments: There are risks associated with investments in Alternative Investments, which include Alternative Investment Funds. Alternative Investments are in general speculative and illiquid investments that are subject to a high degree of risk. Alternative Investment Funds are only available to certain clients who meet applicable eligibility and suitability requirements and in circumstances approved by us. The offering materials for Alternative Investment Funds contain material information relevant to making a decision to subscribe to the Alternative Investment Fund including its investment strategy, liquidity terms, fees and expenses, risks and conflicts of interest, as well as about the investment manager, fund operations and processes and how redemption requests are processed, including how proration of redemption requests may be applied for certain Alternative Investment Funds.

Funds are classified as Alternative Investments by us because their principal investment strategies utilize alternative investment strategies (including short selling, leverage and derivatives as principal investment strategies) or provide for alternative asset exposure as the means to meet their investment objectives. They may not have the same type of non-market returns as Alternative Investment Funds since they have a relatively liquid and accessible structure with daily pricing and liquidity, are subject to a more structured regulatory regime and offer lower initial and subsequent investment minimums.

Annuities: Annuities are long-term investments primarily designed for retirement purposes and can offer tax-deferred accumulation with options for downside protection, death benefits and lifetime income. Variable annuities have market risk and investment risk because the contract value fluctuates based on the investment performance of the subaccounts selected or, if a variable indexed annuity, based on the index selected. The value of your annuity will vary and could decline to less than the value of the premiums you have paid. You must pay the annuity fees, charges and other expenses regardless of how the annuity performs. Optional guaranteed benefits, which can normally only be elected at the time your annuity contract is issued, could restrict your investment options and in some cases cannot be reversed. You'll pay additional charges for optional benefits and guarantees, whether or not you use the benefits. If you want to take back the money you've paid in premiums under an Annuity contract, your withdrawal may be subject to surrender charges. These charges are described in the Annuity contract and prospectus/statement of understanding. In addition, your contract with the Annuity Issuer may include specific guarantees and payment commitments. Those are obligations of the insurer and are not guaranteed by Axient or its Affiliates. If the insurer goes out of business, or if it lacks the funds to meet its obligations, including optional guaranteed benefits, you may not receive all of the promised income.

Brokered CDs: Rates paid on brokered CDs may be lower or higher than the rates available directly through the bank that is issuing the brokered CD. You are responsible for monitoring the total amount of brokered CDs and other bank deposits that you hold with any one bank for FDIC insurance limits.

Concentration Risk: Holding too few investments or types increases risk. A single investment's performance can heavily impact your account. High cash holdings may earn less than inflation or fees, missing market gains.

Counterparty Risk: Your account faces risks from the creditworthiness of brokers, dealers, custodians, or exchanges we deal with.

Cybersecurity: A portfolio is susceptible to operational and information security risks due to the increased use of the Internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through “hacking” or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the business operations of service providers and Axient, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While Axient has established business continuity plans and risk management systems designed to prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the ever-changing nature of technology and cyberattack tactics.

Emerging Markets and Growth Markets Risk: Beyond non-U.S. securities risks, emerging markets face issues like political instability, low liquidity, and restrictive government policies, increasing volatility and risk.

ESG Risk: – Environmental, Social, and Governance (“ESG”) and sustainability investment strategies involve unique risks that may not apply to traditional approaches. These strategies often limit the investment universe by excluding certain companies or sectors, which can reduce diversification and potentially lead to underperformance. ESG investing relies on qualitative and subjective judgments, and methodologies—whether ours or those of third-party managers—which may not align with a client’s personal beliefs or values. ESG data, ratings, and classifications are obtained from third-party providers and are not independently verified; such data may be incomplete, inaccurate, outdated, or based on predictive models that involve assumptions and uncertainties. ESG standards and practices vary widely across regions, industries, and regulatory environments, and a company’s actual practices may differ materially from our evaluation. Ratings and scoring methodologies lack universal definitions and can differ significantly among providers, resulting in inconsistent assessments. Furthermore, changes in laws, regulations, or industry standards may affect the availability, quality, and consistency of ESG information and the effectiveness of ESG-based strategies. ESG investing practices are dynamic and subject to change, and our assessments and frameworks may evolve accordingly. There is no assurance that ESG strategies will achieve intended outcomes or help clients meet their financial objectives.

ETF and Mutual Funds Risk: These funds have internal fees, adding to your costs. Risks vary by fund type, with higher risks for concentrated or leveraged funds. ETF’s prices may lag underlying assets during volatile markets.

Fixed Income Risks: Bonds face interest rate, credit, and market risks, which can lower returns due to rate changes, issuer issues, or market events.

Complex and Structured Products Risk: Structured and complex products often involve leverage, derivatives, or daily resets, which can lead to significant volatility, compounding effects, and potential losses that differ from expected outcomes. They may also carry higher costs, limited liquidity, and tax inefficiencies compared to traditional investments. In addition, their valuation can be opaque, and investors are exposed to the credit risk of the issuing institution. These products are generally

suitable only for sophisticated investors who understand the risks and whose investments are actively monitored.

Frequent Trading and Portfolio Turnover Risk: High trading activity increases transaction costs and may trigger short-term capital gains taxes, hurting performance.

Interval Funds: These funds limit liquidity to periodic repurchase offers, and you may not sell all desired shares.

Investment Style Risk: Different styles perform variably based on market conditions, and our accounts may underperform others using different styles.

Leverage Risk: Borrowing to invest amplifies losses if the market moves against you or if assets cannot be sold quickly to cover loans. Some complex or structured products may utilize futures, options, leveraged or inverse funds, or volatility linked products which may increase volatility.

Liquidity Risk: The risk that an Advisory Account may make investments that may be illiquid or that are not publicly traded and/or for which no market is currently available or that may become less liquid in response to market developments or adverse investor perceptions. Additionally, an Advisory Account may invest in private funds and generally will not be able to redeem their capital account balances or withdraw their interests, and there will be no active secondary market for the interests. Moreover, investors may not, directly or indirectly, sell, assign, encumber, mortgage, transfer, or otherwise dispose of, voluntarily or involuntarily, any portion of their interests without the private fund's consent, which may be granted or withheld in its sole discretion.

Management Risk: Our strategies may not deliver the expected results.

Market Risk: Investment values fluctuate based on company performance, industry trends, or economic conditions.

Non-U.S. Securities Risk: These face risks from less regulation, limited information, political instability, exchange controls, or issues with settlement or custody. Emerging markets increase these risks.

Pandemic Risks: Infectious disease pandemics can disrupt economies and markets, causing volatility and unpredictable impacts.

Tax-Managed Investing Risk: Strategies to minimize taxes may not work if market conditions limit losses or tax rules change. These strategies may underperform non-tax-managed accounts and do not eliminate taxes.

Volatility Risk: The prices of an Advisory Account's investments can be highly volatile. Price movements of assets are influenced by, among other things, interest rates, changing supply and demand relationships, programs and policies of governments, and national and international political and economic events and policies. Advisory Accounts may be adversely affected by deteriorations in the financial markets and economic conditions throughout the world, some of which may magnify the risks described herein and have other adverse effects. Deteriorations in economic and financial market conditions, and uncertainty regarding economic markets generally, could result in declines in the market values of potential investments or declines in market values. Such declines could lead to losses and diminished investment opportunities for Advisory

Accounts, could prevent Advisory Accounts from successfully meeting their investment objectives or could require Advisory Accounts to dispose of investments at a loss while such unfavorable market conditions prevail. While such market conditions persist, Advisory Accounts will also be subject to heightened risks associated with the potential failure of brokers, counterparties and exchanges, as well as increased systemic risks associated with the potential failure of one or more systemically important institutions..

Other general risks include:

- **Dependence on Key Personnel:** Departure of key Investment Committee members or Investment Advisors could impact our ability to manage accounts effectively.
- **Legal, Tax, and Regulatory Risks:** Changes in laws or regulations could increase costs or limit investment options, affecting performance.
- **Operational Risk:** Errors in processes, systems, or external events could cause losses.

Item 9 Disciplinary Information

We must disclose any legal or disciplinary events that could affect your evaluation of our business or management's integrity. We have no such events to report.

Item 10 Other Financial Industry Activities and Affiliations

Broker-Dealer Activities

Some of our Investment Advisors are also registered representatives of StoneX Securities Inc., a registered broker-dealer, member FINRA and SIPC. In that role, they earn commissions for the implementation of recommended commissionable transactions. Clients are not required to act on their recommendations. We do not earn advisory fees on these commission-based transactions. This creates a conflict of interest because these individuals have an incentive to recommend brokerage services or commissionable products.

Insurance Company or Agency

Axient Financial Services, our affiliate, acts as an insurance agency and is authorized to sell products from various unaffiliated insurers. Many of our Investment Advisors are licensed to sell insurance and may share in the commissions generated. Axient Financial Services is an affiliated entity under common ownership and control with Axient Investment Advisors. Advisors may receive commissions for insurance sales, creating a financial incentive to recommend insurance products.

Relationships with 3rd Party Advisors

We have sub-advisory, co-advisory, and promoter relationships with TPMMs whereby we receive compensation for our ongoing due diligence and intermediary relationship management services. In sub-advisory or co-advisory relationships, this compensation may be

be either a separate fee paid directly by you in addition to the sub-advisory/co-management fee or may be a proportion of an overall asset management fee paid by you and divided between us and the sub-advisor/co-advisor. In our promoter relationships, we will receive a portion of the management fee you pay to the TPMM as compensation for making the referral. When acting as a promoter for a TPMM, we will comply with federal securities laws and provide you with a copy of the asset manager's Form ADV

2A together with disclosures, which may be verbal or in the form of a written disclosure statement, depending on the terms of the TPMM's agreement, informing you of our relationship with the TPMM, our compensation arrangement with them, and the additional amount, if any, you will pay the asset manager as a result of our referral relationship.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

We follow a Code of Ethics under Rule 204A-1 of the Advisors Act to ensure our personnel comply with securities laws and prioritize client interests. The Code limits personal trading to avoid conflicts. Our personnel may trade the same securities as clients, at the same or different times, as long as it follows the Code. You can request a copy of the Code.

Our Investment Advisors must act in your best interest when trading personally. They may own or trade the same securities they recommend to you, which could create a conflict if they trade ahead of you and get a better price. We monitor these transactions to ensure compliance with our Code.

Item 12 Brokerage Practices

We do not hold your Advisory Account assets, though we are considered to have custody when we can deduct fees directly from your account. Your assets must be held by a qualified custodian, like a broker-dealer or bank (see Item 15). We require clients to use our approved custodian, currently Pershing LLC. If you do not want to use our custodian, we cannot manage your account. Not all advisors require specific custodians.

Factors Considered in Selecting or Recommending Broker Dealers and Determining Reasonableness of Compensation.

We use SSI as our introducing broker-dealer, in combination with Pershing, as our approved custodian, and evaluate them based on:

- Execution and custody services.
- Ability to handle trades, transfers, and payments.
- Range of investment products.
- Research and tools for decision-making.
- Service quality and technology.
- Competitive pricing and willingness to negotiate.
- Reputation, financial stability, and prior service.

These arrangements may cost more or less than other custodians. Axient does not produce proprietary research. However, we access market commentary and research through SSI, Pershing, and third-party vendors. Because our Investment Advisors are also registered representatives of SSI, we receive the benefit of those services.

SSI routes all equity and option orders for your advisory account to Pershing, which follows SEC, FINRA, the exchanges at which it is a member, and the MSRB, including those rules relating to the execution of transactions. Subject to those rules, each clearing firm will route orders to venues from which it receives compensation or other benefits ("Payment for Order Flow"). We conduct periodic reviews of their execution processes, considering speed, price, and service quality.

We believe SSI and Pershing charge competitive rates for execution and brokerage account maintenance services, though they are higher than options available elsewhere. If we did not receive the above-described benefits, we believe our costs of receiving them would be materially higher. Not all advisors require clients use specific broker-dealers for execution of transactions and custody of accounts. As a result of our requirements, we will not always achieve the most favorable execution of client transactions, and our clients will pay more for services than they would for similar services through certain other providers.

Trade Aggregation

We may combine trades from multiple accounts (block trading) to get better prices, avoid market disruptions, and simplify trading. Clients in a block trade get the average price, which may be better or worse than individual trades. We expect to aggregate trades for Axient Models and APM accounts where possible, using pro-rata or random allocation for partial fills to ensure fairness. TPMMs may also aggregate trades, with allocation details in their Form ADV Part 2A.

Trade Errors

We endeavor to identify and fix trade errors quickly to restore your account as if the error did not happen. We cover losses from errors we cause, but gains from corrections remain with the custodian.

Fractional Shares

We may, in limited circumstances, purchase fractional shares of common or preferred stocks for clients in connection with transactions involving whole shares such as reinvesting dividends of the same security, or to sell, when closing out an entire position (that includes fractional shares). These purchases will occur on the same day and at the same price as the corresponding whole-share sale, or at that day's market closing price if the whole shares are transferred for reasons other than a sale (e.g., account transfer). The value of fractional shares purchased will be immaterial both to each client and in the aggregate for the Adviser and its affiliates. The Adviser and its affiliates will not receive any commission or other compensation for these transactions, and the timing of such purchases will not be separately determined but will be tied to the ordinary course sale or transfer of whole shares. These transactions will be reflected on trade confirmations and account statements and identified as principal trades.

Item 13 Review of Accounts

General Description

Your Investment Advisor reviews your Advisory Account at least annually, with additional reviews triggered by events like deposits, withdrawals, tax planning, market changes, or shifts in your goals or risk tolerance.

Client Reports

You will receive monthly or quarterly statements from your custodian, and we may provide additional reports with account or market information, like holdings or performance. Compare our reports to your custodian's statements, as they may differ due to accounting, dates, or valuation methods. You should discuss any discrepancies with your Investment Advisor.

Item 14 Client Referrals and Other Compensation

Client Luncheons or Other Events

Mutual fund companies or TPMMs may sponsor client events or provide speakers, including those the Investment Advisor does not have to compensate, creating a conflict since advisors might favor those funds or managers. Our policies and compliance reviews ensure these arrangements do not influence our advice.

3rd Party Promoters

We may pay non-employees for client referrals pursuant to applicable federal securities laws, when applicable. As a result, such promoters may have an incentive to refer clients to our affiliates over other firms. We have policies and procedures to ensure that proper disclosures are provided to clients at the time of solicitation and that all clients sign appropriate disclosure delivery documents.

Item 15 Custody

Your assets are held by a qualified custodian, who sends statements at least quarterly, showing the amount of our advisory fees deducted. Review these statements carefully for accuracy. We may provide additional reports, which you should compare to your custodian's statements and discuss any discrepancies with your Investment Advisor. If you do not receive statements at least quarterly from your custodian, contact your Investment Advisor immediately. If you do not receive satisfactory answers regarding discrepancies or statements, please contact us at (256) 980-1723 or compliance@axientadvisors.com.

Item 16 Investment Discretion

In our Discretionary Asset Management Services, you give us authority to manage your Advisory Account without prior approval for trades, allocations, or manager changes, as outlined in your agreement. We cannot withdraw or disburse funds or securities except for our Management Fee.

You can set reasonable investment restrictions on the management of your advisory account assets and retain the right to withdraw assets, vote securities or delegate authority to vote securities, receive trade confirmations, and to proceed directly as a security holder against issuers of securities in your account rather than joining any other person in litigation against an issuer. Unmanaged Assets are not charged fees and may or may not appear in performance reports, based on your preference.

Item 17 Voting Client Securities

We do not vote proxies or advise on proxy voting. Upon your request, your Investment Advisor may offer recommendations if asked, but you are ultimately responsible for making all proxy decisions. In the Axient Managers Service, TPMMs vote proxies unless you specifically choose not to grant that authority. To retain proxy voting authority, you must notify us in writing.

We acknowledge our fiduciary obligation to ensure TPMMs vote proxies in your best interest, often using neutral third-party recommendations to avoid conflicts. TPMM proxy voting details are in their Form ADV Part 2A, provided at account opening or available from your Investment Advisor.

To learn how your proxies were voted or request TPMM proxy policies, write to:

Axient Investment Advisors LLC
403 Madison St SE
Huntsville, AL 35801
Attn: Compliance

Item 18 Financial Information

We are required to share financial details if they affect our ability to meet client commitments. We have no such issues and have never faced bankruptcy proceedings.